- 8.11 The Company shall keep a register of directors containing:
 - (a) the names and addresses of the persons who are directors of the Company, or who have been nominated as reserve directors of the Company;
 - (b) the date on which each person whose name is entered in the register was appointed as a director of the Company, or nominated as a reserve director of the Company;
 - (c) the date on which each person named as a director ceased to be a director of the Company;
 - (d) the date on which the nomination of any person nominated as a reserve director ceased to have effect; and
 - (e) such other information as may be prescribed by the Act.
- 8.12 The register of directors may be kept in any such form as the directors may approve, but if it is in magnetic, electronic or other data storage form, the Company must be able to produce legible evidence of its contents. Until a Resolution of Directors determining otherwise is passed, the magnetic, electronic or other data storage shall be the original register of directors.
- 8.13 The directors may, by Resolution of Discours may moluments of directors with respect to services to be rendered in any capacity to the Company.
- 8.14 A director is not required to holder Share as a multification of office
- 9 POWERS OF DIRECTO
- The business and affairs of the company structure that the Company lave all the powers necessary for managing, and for directing and trivials that the siness of affairs of the Company. The directors may pay all expenses incurred predictary to another company and may exercise all such powers of the company as a not by the Act or by the Memorandum or the Articles required to be exercised by the Sharehousers.
- Each director shall exercise his powers for a proper purpose and shall not act or agree to the Compan acting in a manner that contravenes the Memorandum, the Articles or the Act. Each director, in exercising his powers or performing his duties, shall act honestly and in good faith in what the director believes to be the best interests of the Company.
- 9.3 If the Company is the wholly owned subsidiary of a holding company, a director of the Company may, when exercising powers or performing duties as a director, act in a manner which he believes is in the best interests of the holding company even though it may not be in the best interests of the Company.
- Any director which is a body corporate may appoint any individual as its duly authorised representative for the purpose of representing it at meetings of the directors, with respect to the signing of consents or otherwise.
- 9.5 The continuing directors may act notwithstanding any vacancy in their body.
- 9.6 The directors may by Resolution of Directors exercise all the powers of the Company to incur indebtedness, liabilities or obligations and to secure indebtedness, liabilities or obligations whether of the Company or of any third party.

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8. DIRECTORS

- 8.1. The first directors of the Company shall be appointed by the first registered agent within 6 months of the date of incorporation of the Company; and thereafter, the directors shall be elected by Resolution of Shareholders or by Resolution of Directors.
- 8.2. No person shall be appointed as a director, or nominated as a reserve director, of the Company unless he has consented in writing to be a director or to be nominated as a reserve director.
- 8.3. Subject to Sub-Regulation 8.1 minimum number of directors shall be one and there shall be no maximum number.
- 8.4. Each director holds office for the term, if any, fixed by the Resolution of Shareholders or Resolution of Directors appointing him, or until his earlier death, resignation or removal. If no term is fixed on the appointment of a director, the director serves indefinitely until his earlier death, resignation or removal.
- 8.5. A director may be removed from office,
 - with or without cause, by Resolution of Shareholders passed at a meeting of Shareholders called for the purposes of removing the director or for purposes including the removal of the director or by a written resolution passe by a least to of the Shareholders of the Company entitled to vote; or
 - with cause, by a Resolution of Directors passed of maseing of directors called for the purpose of removing the director color purpose reliable to remove a fellow.
- 8.6. A director may resign his office by giving with notice of in resignation to the Company and the resignation has effect from the late the notice. A director lesign for with as a director if he is, or becomes, disqualified from acting as a direct resider.
- 8.7. The directors may at any time appoint two parson of a director either to fill a vacancy or as an addition to the existing directors. Where the directors appoint a person as director to fill a vacancy, the term shall not exceed the term that remained when the person who has ceased to be a director ceased to hold office.
- 8.8. A vacancy in relation to directors occurs if a director dies or otherwise ceases to hold office prior to the expiration of his term of office.
- 8.9. Where the Company only has one Shareholder who is an individual and that Shareholder is also the sole director of the Company, the sole Shareholder/director may, by instrument in writing, nominate a person who is not disqualified from being a director of the Company as a reserve director of the Company to act in the place of the sole director in the event of his death.
- 8.10. The nomination of a person as a reserve director of the Company ceases to have effect if:
 - (a) before the death of the sole Shareholder/director who nominated him.
 - (i) he resigns as reserve director, or
 - (ii) the sole Shareholder/director revokes the nomination in writing; or
 - (b) the sole Shareholder/director who nominated him ceases to be the sole Shareholder/director of the Company for any reason other than his death.

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- 9.7 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as shall from time to time be determined by Resolution of Directors.
- 9.8 For the purposes of Section 175 (Disposition of assets) of the Act, the directors may by Resolution of Directors determine that any sale, transfer, lease, exchange or other disposition is in the usual or regular course of the business carried on by the Company and such determination is, in the absence of fraud, conclusive.

10 PROCEEDINGS OF DIRECTORS

- Any one director of the Company may call a meeting of the directors by sending a written notice to each other director.
- 10.2 The directors of the Company or any committee thereof may meet at such times and in such manner and places within or outside the British Virgin Islands as the directors may determine to be necessary or desirable.
- A director is deemed to be present at a meeting of directors if he participates by telephone or other electronic means and all directors participating in the meeting are able to hear each other.
- A director shall be given not less than odays' notice of needings of directors, but a meeting of directors held without 3 days' notice having been liven to all a sets and be valid if all the directors entitled to vote at the meeting who do not refer waive notice of the reeting, and for this purpose the presence of a director at a meeting shall construct waive that directs had inadvertent failure to give notice of a meeting to a director, on the fact that a director has not received the notice, does not invalidate the meeting.
- A director may by a written instrument in the atternate who need not be a director and the alternate shall be entitled to attend meetings it is at the director who appointed him and to vote in place of the director until the appointment passes or is terminate.
- 10.6 A meeting of directors is duly constituted for all purposes that the commencement of the meeting there are present in person or by alternate not the standard of the total number of directors, unless there are only 2 directors in which case the quorum is 2.
- 10.7 If the Company has only one director the provisions herein contained for meetings of directors do not apply and such sole director has full power to represent and act for the Company in all matters as are not by the Act, the Memorandum or the Articles required to be exercised by the Shareholders. In lieu of minutes of a meeting the sole director shall record in writing and sign a note or memorandum of all matters requiring a Resolution of Directors. Such a note or memorandum constitutes sufficient evidence of such resolution for all purposes.
- 10.8 At meetings of directors at which the Chairman of the Board is present, he shall preside as chairman of the meeting. If there is no Chairman of the Board or if the Chairman of the Board is not present, the directors present shall choose one of their number to be chairman of the meeting.
- An action that may be taken by the directors or a committee of directors at a meeting may also be taken by a Resolution of Directors or a resolution of a committee of directors consented to in writing by a majority of directors or a majority of members of the committee, as the case may be, without the need for any notice. The consent may be in the form of counterparts each counterpart being signed by one or more directors. If the consent is in one or more counterparts, and the counterparts bear different dates, then the resolution shall take effect on the date upon which the last director has consented to the resolution by signed counterparts.

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11 COMMITTEES

The directors may, by Resolution of Directors, designate one or more committees, each consisting of 11.1 one or more directors, and delegate one or more of their powers, including the power to affix the Seal, to the committee.

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- The directors have no power to delegate to a committee of directors any of the following powers: 11.2
 - to amend the Memorandum or the Articles;
 - to designate committees of directors; (b)
 - (c) to delegate powers to a committee of directors;
 - (d) to appoint or remove directors;
 - (e) + to appoint or remove an agent;
 - to approve a plan of merger, consolidation or arrangement; (f) ;
 - (g) to make a declaration of solve liquidation plan; or
 - (h) to make a determina coposed distribution the value of the Company's assets v pany will be able to pay its debts ag they fall due.
- Sub-Regulation (b) and (c) 11.3 where authorised by the Resolutionof Directors appointing su on of Directors, from appointing a sub-committee and delegat the com b the sub-committee. ttee
- 11.4 The meetings and proceeding isting of 2 or more directors shall be governed mutatis mutandis by ulating the proceedings of directors so far as the same are not supersed Resolution of Directors establishing the ons in committee.
- Where the directors delegate their powers to a committee of directors they remain responsible for the 11.5 exercise of that power by the committee, unless they believed on reasonable grounds at all times before the exercise of the power that the committee would exercise the power in conformity with the duties imposed on directors of the Company under the Act.

12 OFFICERS AND AGENTS

- The Company may by Resolution of Directors appoint officers of the Company at such times as may be 12.1 considered necessary or expedient. Such officers may consist of a Chairman of the Board of Directors, a president and one or more vice-presidents, secretaries and treasurers and such other officers as may from time to time be considered necessary or expedient. Any number of offices may be held by the same person.
- The officers shall perform such duties as are prescribed at the time of their appointment subject to any 12.2 modification in such duties as may be prescribed thereafter by Resolution of Directors. In the absence of any specific prescription of duties it shall be the responsibility of the Chairman of the Board to preside at meetings of directors and Shareholders, the president to manage the day to day affairs of the Company, the vice-presidents to act in order of seniority in the absence of the president but otherwise to perform such duties as may be delegated to them by the president, the secretaries to maintain the register of members, minute books and records (other than financial records) of the Company and to ensure









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compliance with all procedural requirements imposed on the Company by applicable law, and the treasurer to be responsible for the financial affairs of the Company.

- 12.3 The emoluments of all officers shall be fixed by Resolution of Directors.
- The officers of the Company shall hold office until their successors are duly appointed, but any officer 12.4 elected or appointed by the directors may be removed at any time, with or without cause, by Resolution of Directors. Any vacancy occurring in any office of the Company may be filled by Resolution of Directors.
- The directors may, by Resolution of Directors, appoint any person, including a person who is a director, 12.5 to be an agent of the Company.
- An agent of the Company shall have such powers and authority of the directors, including the power 12.6 and authority to affix the Seal, as are set forth in the Articles or in the Resolution of Directors appointing the agent, except that no agent has any power or authority with respect to the following:
 - to amend the Memorandum or the Articles; (a)
 - to change the registered office or agent (b)
 - (c) to designate committees
 - (d) to delegate powers t
 - to appoint or remo (e) ·
 - to appoint or remo (f)
 - to fix emoluments (g)
 - (h) to approve a plan of m
 - to make a declaration of solvents iquidation plan; (i)
 - to make a determination that the company will, immediately after a proposed distribution, (j) satisfy the solvency test; or
 - to authorise the Company to continue as a company incorporated under the laws of a jurisdiction outside the British Virgin Islands.
- The resolution of Directors appointing ar agent may authorise the agent to appoint one or more 12.7substitutes or delegates to exercise some or all of the powers conferred on the agent by the Company.
- The directors may remove an agent appointed by the Company and may revoke or vary a power 12.8 conferred on him.

CONFLICT OF INTERESTS 13

- A director of the Company shall, forthwith after becoming aware of the fact that he is interested in a 13.1 transaction entered into or to be entered into by the Company, disclose the interest to all other directors of the Company.
- For the purposes of Sub-Regulation 13.1, a disclosure to all other directors to the effect that a director is 13.2 a member, director or officer of another named entity or has a fiduciary relationship with respect to the

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- A director of the Company who is interested in a transaction entered into or to be entered into by the Company may:
 - a) vote on a matter relating to the transaction;
 - b) attend a meeting of directors at which a matter relating to the transaction arises and be included among the directors present at the meeting for the purposes of a quorum; and
 - c) sign a document on behalf of the Company, or do any other thing in his capacity as a director, that relates to the transaction,

and, subject to compliance with the Act shall not, by reason of his office be accountable to the Company for any benefit which he derives from such transaction and no such transaction shall be liable to be avoided on the grounds of any such interest or benefit.

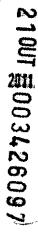
14 INDEMNIFICATION

- Subject to the limitations herein the provided the Pine my shall indemnify against all expenses, including legal fees, and again and programments, fine and apparents paid in settlement and reasonably incurred in connection with legan administrative or investor time proceedings any person who:
 - a) is or was a party of is the eatened to a a party to real threatened, pending or completed proceedings, whet excellent the person is or was and rector of the property threatened, pending or completed that the person is or was and rector of the property to real threatened, pending or completed that the person is or was and rector of the property threatened, pending or completed that the person is or was and rector of the property threatened, pending or completed that the person is or was and rector of the property threatened, pending or completed that the person is or was and rector of the person is or was an analysis or was an analysis or was a person of the person is or was a person of the person of the person of the person of the person
 - b) is or was, at the request of the Control trying as director of, or in any other capacity is or was acting for, another body corporate or a partial chip, joint venture, trust or other enterprise.
- The indemnity in Sub-Regulation 14.1 only appries if the person acted honestly and in good faith with a view to the best interests of the Company and in the case of criminal proceedings, the person had no reasonable cause to believe that their conduct was unlawful.
- For the purposes of Sub-Regulation 14.2, a director acts in the best interest of the Company if he acts in the best interest of
 - (a) the Company's holding company; or
 - (b) a Shareholder or Shareholders of the Company;

in either case, in the circumstances specified in Sub-Regulation 9.3 or the Act, as the case may be.

- The decision of the directors as to whether the person acted honestly and in good faith and with a view to the best interests of the Company and as to whether the person had no reasonable cause to believe that his conduct was unlawful is, in the absence of fraud, sufficient for the purposes of the Articles, unless a question of law is involved.
- The termination of any proceedings by any judgment, order, settlement, conviction or the entering of a nolle prosequi does not, by itself, create a presumption that the person did not act honestly and in good faith and with a view to the best interests of the Company or that the person had reasonable cause to believe that his conduct was unlawful.

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- Expenses, including legal fees, incurred by a director in defending any legal, administrative or investigative proceedings maybe paid by the Company in advance of the final disposition of such proceedings upon receipt of an undertaking by or on behalf of the director to repay the amount if it shall ultimately be determined that the director is not entitled to be indemnified by the Company in accordance with Sub-Regulation 14.1.
- Expenses, including legal fees, incurred by a former director in defending any legal, administrative or investigative proceedings may be paid by the Company in advance of the final disposition of such proceedings upon receipt of an undertaking by or on behalf of the former director to repay the amount if it shall ultimately be determined that the former director is not entitled to be indemnified by the Company in accordance with Sub-Regulation 14.1 and upon such terms and conditions, if any, as the Company deems appropriate.
- The indemnification and advancement of expenses provided by, or granted pursuant to, this section is not exclusive of any other rights to which the person seeking indemnification or advancement of expenses may be entitled under any agreement, Resolution of Shareholders, resolution of disinterested directors or otherwise, both as acting in the person's official capacity and as to acting in another capacity while serving as a director of the Company
- If a person referred to in Sub-Regulation 14.1 has been successful in defence of any proceedings referred to in sub-Regulation 14.1 be person is, entitled to be indemnified against all expenses, including legal fees, and against all judgments. They and a nounts paid in settlement and reasonably incurred by the person in connection with the proceedings.
- The Company may purchas and aintain in comic laborate my person who is or was a director, officer or liquidator of the Company, or who had request of the Company is or was serving as a director, officer or liquidator of or in any of a partnership, joint venture, rest against an liab fity asserted against the person and incurred by the person in that capacity, who is of the Company has or would have had the power to indemnify the person against the light as in the riccler.

15 RECORDS

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- 15.1 The Company shall keep the following does conform the office of its registered agent:
 - a) the Memorandum and the Articles;
 - b) the register of members, or a copy of the register of members;
 - c) the register of directors, or a copy of the register of directors; and
 - d) copies of all notices and other documents filed by the Company with the Registrar of Corporate Affairs in the previous 10 years.
- Until the directors determine otherwise by Resolution of Directors the Company shall keep the original register of members and original register of directors at the office of its registered agent.
- 15.3 If the Company maintains only a copy of the register of members or a copy of the register of directors at the office of its registered agent, it shall:
 - a) within 15 days of any change in either register, notify the registered agent in writing of the change; and

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- b) provide the registered agent with a written record of the physical address of the place or places at which the original register of members or the original register of directors is kept.
- The Company shall keep the following records at the office of its registered agent or at such other place or places, within or outside the British Virgin Islands, as the directors may determine:
 - a) minutes of meetings and Resolutions of Shareholders and classes of Shareholders;
 - b) minutes of meetings and Resolutions of Directors and committees of directors; and
 - c) an impression of the Seal.
- Where any original records referred to in this Regulation are maintained other than at the office of the registered agent of the Company, and the place at which the original records is changed, the Company shall provide the registered agent with the physical address of the new location of the records of the Company within 14 days of the change of location.
- The records kept by the Company under this Regulation shall be in written form or either wholly or partly as electronic records complying with the requirements of the Electronic Transactions Act (No. 5 of 2001) as from time to time amended or re-

16 REGISTER OF CHARGES

The Company shall maintain at the office of intregisters agent a register of charges in which there shall be entered the following reticulars each corpage, charge and other encumbrance created by the Company:

- a) the date of creation of the charge
- b) a short description of the lamb, see the charge
- c) a short description of the property in
- d) the name and address of the trustee to: the security or, if there is no such trustee, the name and address of the chargee;
- e) unless the charge is a security to bearer, the name and address of the holder of the charge; and
- details of any prohibition or restriction contained in the instrument creating the charge on the power of the Company to create any future charge ranking in priority to or equally with the charge.

17 SEAL

The Company shall have a seal. The Company may have more than one Seal and references herein to the Seal shall be references to every Seal which shall have been duly adopted by Resolution of Directors. The directors shall provide for the safe custody of the Seal and for an imprint thereof to be kept at the registered office. Except as otherwise expressly provided herein the Seal when affixed to any written instrument shall be witnessed and attested to by the signature of any one director or other person so authorised from time to time by Resolution of Directors. Such authorisation may be before or after the Seal is affixed, may be general or specific and may refer to any number of sealings. The directors may provide for a facsimile of the Seal and of the signature of any director or authorised person which may be reproduced by printing or other means on any instrument and it shall have the same force and validity as if the Seal had been affixed to such instrument and the same had been attested

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to as hereinbefore described.

18 DISTRIBUTIONS BY WAY OF DIVIDEND

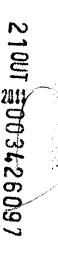
- 18.1 The directors of the Company may, by Resolution of Directors, authorise a Distribution by way of dividend at a time and of an amount they think fit if they are satisfied, on reasonable grounds, that, immediately after the Distribution, the value of the Company's assets will exceed its liabilities and the Company will be able to pay its debts as they fall due.
- 18.2 Dividends may be paid in money, shares, or other property.
- 18.3 Notice of any dividend that may have been declared shall be given to each Shareholder as specified in Sub-Regulation 20.1 and all dividends unclaimed for 3 years after having been declared may be forfeited by Resolution of Directors for the benefit of the Company.
- 18.4 No dividend shall bear interest as against the Company and no dividend shall be paid on Treasury Shares.

19 ACCOUNTS AND AUDIT

- The Company shall keep records that are sufficient for show and explain the Company's transactions and that will, at any time, enable the imakelal countries to be determined with reasonable accuracy.
- The Company may by Reso unfor of Shareho for the linear rs to prepare periodically and make available a profit and loss account and balance sheet shall be drawn up so as to give espectively an e and fair vi a of the profit and loss of the Company for a financial period and a true and fair vi to of the assets and liab lities of the Company as at the entropy of a financial period.
- 19.3 The Company may by Resolution of Streholders call from accounts to be examined by auditors.
- The first auditors shall be appointed by Resolution of Directors; subsequent auditors shall be appointed by a Resolution of Shareholders or by Resolution of Directors.
- 19.5 The auditors may be Shareholders, but no director or other officer shall be eligible to be an auditor of the Company during their continuance in office.
- 19.6 The remuneration of the auditors of the Company maybe fixed by Resolution of Directors.
- 19.7 The auditors shall examine each profit and loss account and balance sheet required to be laid before a meeting of the Shareholders or otherwise given to Shareholders and shall state in a written report whether or not:
 - a) in their opinion the profit and loss account and balance sheet give a true and fair view respectively of the profit and loss for the period covered by the accounts, and of the assets and liabilities of the Company at the end of that period; and
 - b) all the information and explanations required by the auditors have been obtained.
- 19.8 The report of the auditors shall be annexed to the accounts and shall be read at the meeting of Shareholders at which the accounts are laid before the Company or shall be otherwise given to the Shareholders.

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- Every auditor of the Company shall have a right of access at all times to the books of account and vouchers of the Company, and shall be entitled to require from the directors and officers of the Company such information and explanations as he thinks necessary for the performance of the duties of the auditors.
- 19.10 The auditors of the Company shall be entitled to receive notice of, and to attend any meetings of Shareholders at which the Company's profit and loss account and balance sheet are to be presented.

20 NOTICES

- 20.1 Any notice, information or written statement to be given by the Company to Shareholders may be given by personal service or by mail addressed to each Shareholder at the address shown in the register of members
- Any summons, notice, order, document, process, information or written statement to be served on the Company may be served by leaving it, or by sending it by registered mail addressed to the Company, at its registered office, or by leaving it with, or by sending it by registered mail to, the registered agent of the Company.
- Service of any summons, notice, order, document, process, information or written statement to be served on the Company may be proved by towns that it is summons, notice, order, document, process, information or written statement as delivered to the legit ered office or the registered agent of the Company or that it was mailed in such the as to adm. To its being delivered to the registered office or the registered agent of the Company in the normal course of delivered within the period prescribed for service and was correctly address, and the process, information or written statement to be served on the Company in the statement, process, information or written statement to be served on the Company in the statement, process, information or written statement to be served on the Company may be proved by the company of the c

21 VOLUNTARY LIQUIDATE

The Company may by Res lution of Share and by a Resolution of Directors appoint a voluntary liquidator.

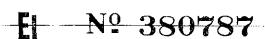
22 CONTINUATION

The Company may by Resolution of Storeholder of by a resolution passed unanimously by attributes of the Company continue as a company incorporated under the laws of a jurisdiction outside, the British Virgin Islands in the manner provided under those laws.

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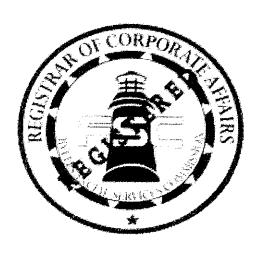


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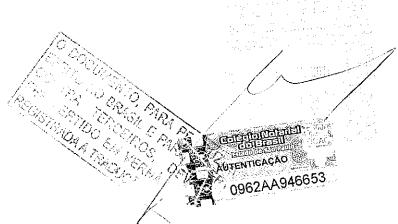
We, MOSSACK FONSECA & CO. (B.V.I.) LTD., of P.O. Box 3136, Road Town, Tortola, British Virgin Islands for the purpose of incorporating a BVI Business Company under the laws of the British Virgin Islands hereby sign these Articles of Association the 15th day of June, 2010.

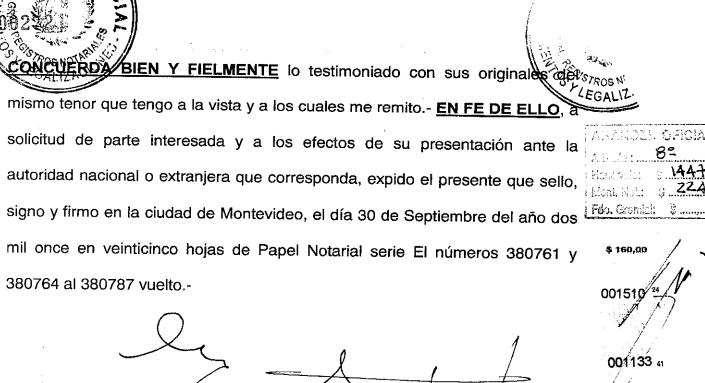
Sgd. Rosemarie Flax

Rosemarie Flax Authorised Signatory
MOSSACK FONSECA & CO. (B.V.I.) LTD.









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ESCRIBANO

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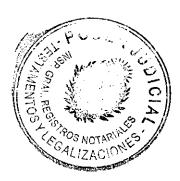


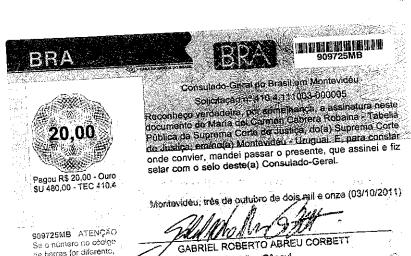
REPUBLICA ORIENTAL DEL URUGUAY SUPREMA CORTE DE JUSTICIA

LEGALIZACIONES

CERTIFICO QUE: EDUARDO JULIO IRASTORZA MAUTONE es Escribano Público y la firma y signo que anteceden existentes en el Papel Notarial Serie El Número 380787 guardan similitud con los que obran en el Registro de Firmas a cargo de la Suprema Corte de Justicia, estando ejercicio de su profesión a la fecha intervención notarial precedente. EN FE DE ELLO, a los efectos de su presentación ante el Ministerio de Relaciones Exteriores de la República Oriental del Uruguay, y asi mismo para su tramitación ante las Autoridades Consulares acreditadas en el N país, que así lo aceptaren, expido el presente que signo, firmo y sello en la ciudad de Montevideo, el treinta de setiembre de dos milonce.

> Maria del C. Cabrera Robaina Escribena Probles Inspección Gra. de Reg Holana's







909/23/NIB
Se o número no códige
de barras for diferento,
esta etiqueta É FALSA

- Dispensada a legalização da assinatura consular de acordo com o art. 2º, do Dec. 84.451/80.

- A presente legalização não implica aceitação do teor do documento.



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REGISTRADO

1º Oficial de Registro de Títulos e Documentos e
Civil de Pessoa Jurídica da Capital - CNPJ: 45.564.895/0001-25
Rua XV de Novembro, 244 - 9º andar - Centro - CEP. 01013-000 - São Paulo/SP
R\$ 354,26 Protocolado e prenotado sob o n. **3.426.324** em
R\$ 100,91 **21/10/2011** e registrado, hoje, em microfilme
R\$ 74,63 sob o n. **3.426.097**, em títulos e documentos.
R\$ 18,90 São Paulo, 21 de outuaro de 2011. Emol.

Estado Ipesp R\$ 18,90 R. Civil

R\$ 18,90 T. Justiça Antonio J. S. Almeida

R\$ 567,60 Total

Recolhidos p/verba

Paulo Roberto de Carvalho Rego Antonio Jose da Silva Almeida - Ofi

Arturo Ferres Tradutor Público Rua Consolação, 331 - Cj. 102 Tel.: 3259-7848 - Fax: 3259-9541 N° E - 22 + S3 / 11

P)Oficial de Regi tro de Tits, e Docs Charies da S ya Pedro

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